

N10000010922

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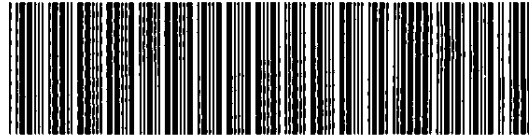
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11 JUL 11 AM 9:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amendment
New
7-13-11

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Because of Ezra, Inc.
DOCUMENT #: N10000010922

Please find enclosed an original and one (1) copy of the Articles of Incorporation and a check for \$52.50 for the Amendment Fee, Certified Copy, and Certificate of Status.

Amendments were made to the following:

- Article III – Inserted language consistent with IRS 501(c)(3) status and modified specific purpose of the organization.
- Article V – Inserted information on updated Directors – previously at Article VII (moved registered agent to Article VII).
- Article VI- Inserted dissolution clause consistent with IRS 501(c)(3) status (moved to Article VIII).
- Article VII – Moved from previous Article V.
- Article VIII – Moved from previous Article VI.
- Article IX – Inserted clarification that there are no members of the organization.
- Article X – Inserted language as to how to amend Articles of Incorporation.
- Article XI – Inserted language as to private Inurement and lobbying consistent with 501(c)(3) status.

Any correspondence may be addressed to:

Derek Pupello or Kyle Matthews
Because of Ezra, Inc.
15511 Walden Ave.
Tampa, FL 33618
Phone: 813-454-9113
derek@becauseofezra.org or kyle@becauseofezra.org

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**Amended Articles of Incorporation
Because of Ezra, Inc.**

In Compliance with Chapter 617, F.S., (Not for Profit)

Article I - Name

The name of the corporation shall be:

Because of Ezra, Inc.

Article II - Principal Office and Address

The initial principal office address is:

15511 Walden Ave.
Tampa, FL 33618

The principal place of business and mailing address of the corporation shall be:

15511 Walden Ave.
Tampa, FL 33618

Article III - Purpose

This corporation is organized and operated exclusively for charitable, scientific and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The specific purpose of this corporation is to raise awareness and support research for the treatment and cure of solid mass pediatric cancers.

Article IV - Manner of Election

The affairs of this corporation shall be managed by a board of Directors who shall be elected as provided in the by-laws.

Article V - Initial Directors And/Or Officers

Names, addresses and specific titles:

- 1.) Kyle Matthews, 15511 Walden Ave., Tampa, FL 33618, President
- 2.) Derek Pupello, 3302 Majestic View Dr., Lutz, FL 33558, Treasurer
- 3.) Marissa Devins, 207 North Glenroy Ave., Los Angeles, CA 90049, Secretary

Article VI - Dissolution Clause

The manner in which assets will be dispersed:

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article VII - Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent is:

Kyle Matthews, 15511 Walden Ave., Tampa, FL 33618

Article VIII - Incorporator

The name and address of the Incorporator is:

Sam Martinez
14502 N. Dale Mabry Hwy 200
Tampa, FL 33618

Article IX - Members

There shall be no members of this Corporation.

Article X – Amendment to Articles of Incorporation

These Articles may be amended by resolution adopted by the two-thirds vote of the directors of this corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each director prior to such meeting, or such notices shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the directors present at such meeting.

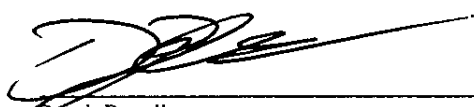
Article X – No Private Inurement or Lobbying

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

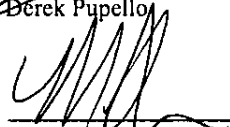
IN WITNESS WHEREOF, having no members, the board of directors has executed these Amended Articles of Incorporation for the uses and purposes therein expressed this 2nd day of May.



Kyle Matthews



Derek Pupello

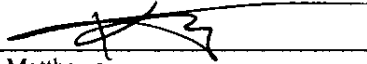


Marissa Devins

Acceptance of Service as Registered Agent

Kyle Matthews, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes

Dated this 2nd day of May, 2011.



Kyle Matthews